

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

Jointly Administered

NO ORDER REQUIRED

**CERTIFICATION OF NO OBJECTION TO THE AMENDED SIXTY-FIFTH
MONTHLY APPLICATION OF KRAMER LEVIN NAFTALIS & FRANKEL LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
DECEMBER 1, 2006 THROUGH DECEMBER 31, 2006 [RE: DOCKET NO. 14663]**

The undersigned hereby certifies that as of the date hereof, she has received no formal answer, objection or any other responsive pleading to the Amended Sixty-Fifth Monthly Application (the "Application") for Compensation of Kramer Levin Naftalis & Frankel LLP, counsel to the Official Committee of Equity Holders, filed on February 23, 2007 [Docket No. 14663]. The undersigned further certifies that she has reviewed the Court's docket in this case and no answer, objection or other responsive pleading to the Application appears thereon. Pursuant to the Application, objections were to be filed and served no later than 4:00 p.m. on March 15, 2007.

Pursuant to the Amended Administrative Order Under 11 U.S.C. §§105(a) and 31 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for

Professionals and Official Committee Members (the "Order") dated May 3, 2001, the Debtors are authorized to pay Kramer Levin Naftalis & Frankel LLP \$81,326.60 which represents 80% of the fees (\$101,658.25) and \$5,001.94 which represents 100% of the expenses, for an aggregate amount of \$58,051.60, requested in the Application for the period December 1, 2006 through December 31, 2006, upon the filing of this Certification and without the need for entry of a Court order approving the Application.

BUCHANAN INGERSOLL & ROONEY PC

By: 

Teresa K. D. Currier (No. 3080)
1000 West Street, Suite 1410
Wilmington, DE 19801
(302) 552-4200

-and-

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Philip Bentley, Esquire
Gary M. Becker, Esquire
919 Third Avenue
New York, NY 10022
(212) 715-9100

Counsel to the Official Committee of Equity
Holders

Dated: March 19, 2007